ABIOMED INC Form 4

February 15, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

ABIOMED INC [ABMD]

Symbol

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

1(b).

(Print or Type Responses)

TERMEER HENRI A

1. Name and Address of Reporting Person *

(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				(Спеск ан аррпсавіе)				
()		` ′ ′				X Director	10	% Owner			
C/O ABIOMED, INC., 22 CHERRY HILL DRIVE			02/11/2011					Officer (give title Other (specify below)			
	(Street)	4	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
DANVERS, MA 01923								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivativ	e Seci	urities Acqu	ired, Disposed of	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3) Common Stock, \$0.01 par value	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany (Month/Day/	ate, if	3. Transaction Code (Instr. 8)	Of Dispos (Instr. 3, 4	ed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, \$0.01 par value	02/11/2011			S	15,000	D	\$ 13.5225 (6)	1,881,231	I	by Genzyme Corporation	
Common Stock, \$0.01 par value	02/14/2011			S	10,000	D	\$ 13.4829 (7)	1,871,231	I	by Genzyme Corporation	

Edgar Filing: ABIOMED INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

De

(Ir

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 19.69					08/09/2001(2)	08/09/2010	Common Stock	5,000
Stock Option (right to buy) (1)	\$ 18.4					08/08/2002(2)	08/08/2012	Common Stock	5,000
Stock Option (right to buy) (1)	\$ 4.71					08/06/2003(2)	08/06/2013	Common Stock	5,000
Stock Option (right to buy) (1)	\$ 5.15					08/13/2004(2)	08/13/2014	Common Stock	5,000
Stock Option (right to buy) (4)	\$ 10.41					08/11/2005(2)	08/11/2014	Common Stock	8,000
Stock Option (right to buy) (4)	\$ 10.06					08/09/2006(2)	08/10/2015	Common Stock	8,000
	\$ 13.21					08/08/2007(2)	08/09/2016		8,000

Edgar Filing: ABIOMED INC - Form 4

Stock Option (right to buy) (4)				Common Stock	
Stock option (right to buy) (4)	\$ 12.69	08/13/2008(2)	08/08/2017	Common Stock	8,000
Stock Option (right to buy) (5)	\$ 18.63	08/12/2009(2)	08/13/2018	Common Stock	8,000
Stock Option (right to buy) (5)	\$ 7.67	08/11/2010 <u>(2)</u>	08/12/2019	Common Stock	12,000
Stock Options (right to buy) (5)	\$ 9.99	08/10/2011	08/11/2020	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
TERMEER HENRI A C/O ABIOMED, INC. 22 CHERRY HILL DRIVE DANVERS, MA 01923	X						

Signatures

/s/ Ian W. McLeod (by power of attorney)

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 1989 Non-Qualified Stock Option Plan for Non-Employee Directors.
- (2) This option becomes exercisable in full on the date set forth in Table II, Column 6.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes. The reporting person is the Chief Executive Officer of Genzyme Corporation.
- (4) Grant to reporting person of option to buy the number of shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2000 Stock Incentive Plan.

Reporting Owners 3

Edgar Filing: ABIOMED INC - Form 4

- (5) Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.
- This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$13.42 (6) and \$13.65. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$13.45 (7) and \$13.53. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.